

| UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK | | Pg 1 of 8 | PROOF OF CLAIM |
|---|---|--|----------------|
| Name of Debtor Delphi Automotive Systems LLC | | Case No. 05-44640 | |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property): Alps Automotive, Inc. | | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | |
| Name and address where notices should be sent: Merle C. Meyers, Esq. Goldberg Stinnett Meyers & Davis 44 Montgomery Street, Suite 2900 San Francisco, CA 94104 Telephone Number: 415-362-5045 | | THIS SPACE IS FOR COURT USE ONLY | |
| Last four digits of account or other number by which creditor identifies debtor: | | | |
| Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____ | | | |
| 1. Basis for Claim: <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Reclamation - 11 U.S.C. 546(c)</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date) | | | |
| 2. Date debt was incurred: 2004 - 2005 | | 3. If court judgment, date obtained: | |
| 4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. | | | |
| Unsecured Nonpriority Claim \$6,140,513.59 As set forth in Attachment 1, this total includes a claim of reclamation pursuant to 11 U.S.C. § 546(c). <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. | | Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any: \$ _____ | |
| Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority: Amount entitled to priority \$ _____ Specify the priority of the claim: _____ <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). | | <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(A)(____). <i>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</i> | |
| 5. Total Amount of Claim at Time Case Filed: | | \$6,140,513.59 \$ _____ \$ _____ \$6,140,513.59 (unsecured) (secured) (priority) (Total) | |
| <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges | | | |
| 6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | | THIS SPACE IS FOR COURT USE ONLY | |
| 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. | | | |
| 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | | |
| Date 02/06/2006 | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): /s/ Merle C. Meyers, Esq. | | |

EXHIBIT "A"

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

ATTACHMENT 1

DESCRIPTION OF PROOF OF CLAIM OF ALPS AUTOMOTIVE, INC.

Basis For Claim

Alps Automotive, Inc. ("Alps") hereby submits this Proof of Claim (the "Claim"), for a general unsecured claim in the amount of \$6,140,513.59 for amounts owed to Alps by Delphi Automotive Systems LLC ("Delphi"), one of the debtors herein, for goods sold to Delphi prior to the petition date of October 8, 2005. Alps asserts that a portion of this Claim, \$1,550,810.57, is entitled to treatment as a reclamation claim in accordance with the provisions of 11 U.S.C. section 546(c), based upon its letter to Delphi dated October 18, 2005. The following summarizes the exhibits which support the amount of the claim (which are too voluminous to attach but will be supplied upon reasonable written request).

Invoices Attached To Reclamation Demand

Exhibits "A" through "E" detail the invoices included in the reclamation demand made by Alps on October 18, 2005.

Exhibit "A" attached hereto lists the non-production invoices to Delphi from Alps based upon deliveries of goods to Delphi for the period of time from September 15, 2005 through September 29, 2005. Those invoices total \$10,980.03.

Exhibit "B" attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Saginaw for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$739,271.70.

Exhibit "C" attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Matamors for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$189,771.57.

Exhibit "D" attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Delnosa for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$378,688.19.

Exhibit "E" attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi S & I, Kansas City, Missouri and Lake Orion, Michigan, for the period of

ATTACHMENT 1

time from September 28, 2005 through October 7, 2005. Those invoices total \$232,099.08.

Invoices Supporting General Unsecured Claim

Exhibits "F" through "K" summarize the documents, primarily invoices and purchase orders, which support the general unsecured portion of the Claim.

Exhibit "F" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Saginaw Steering System, account number 7591, for the period of time from January 2005 through September 2005. Those invoices total \$2,475,214.25.

Exhibit "G" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Automotive Systems, account number 7592, for the period of time from May 2005 through September 2005. Those invoices total \$965,201.32.

Exhibit "H" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delco Electronics Systems, account number 7593, on July 25, 2005 and September 6, 2005. Those invoices total \$2,485.50.

Exhibit "I" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Interior Systems, account number 28590, for the period of time from February 2005 through September 2005. Those invoices total \$507,271.23.

Exhibit "J" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Automotive Systems, account number 33920, for the period of time from August 2005 through September 2005. Those invoices total \$637,507.72.

Exhibit "K" attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Mechatronic Systems, account number 7950, on September 26, 2005 and September 27, 2005. Those invoices total \$2,023.00.

Exhibit A
Non-Production Invoices - Reclamation Claim

| Delphi P.O. No. | Invoice No. | Delphi Material/Part No. | Quantity | Date Shipped | Ship Info. | Invoice Amt. |
|-----------------|-------------|--------------------------|----------|--------------|---------------|--------------|
| SAG9FI5722 | 342999 | 26123767 | 280 | 09/15/05 | 266030 SM | \$2,116.80 |
| SAG9FI5722 | 343001 | 26123768 | 30 | 09/10/05 | 266169-000 SM | \$206.10 |
| SAG9FI5722 | 343002 | 26123767 | 100 | 09/19/05 | 266170-000 SM | \$756.00 |
| S3S32671 | 343003 | 15274878 | 30 | 09/19/05 | 266173-000 SM | \$226.80 |
| S3S32670 | 343004 | 15274879 | 9 | 09/19/05 | 266174-000 SM | \$61.83 |
| S3S32595 | 343145 | 15274882-003 | 10 | 09/19/05 | 266176-000 SM | \$61.90 |
| SAG9FI5722 | 343147 | 26123766 | 20 | 09/23/05 | 266408-000 SM | \$257.60 |
| | | 26123768 | 54 | 09/23/05 | 266408-000 SM | \$370.98 |
| | | | | | | |
| 550076309 | 343008 | 1698340 | 192 | 09/21/05 | 266270-000 SM | \$3,422.02 |
| 9570-657344 | 343156 | 12861243 | 100 | 09/29/05 | 266736-000 SM | \$3,500.00 |
| Total: | | | | | | \$10,980.03 |

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